

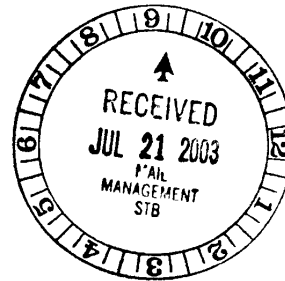


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RECORDATION NO. 23991-C FILED

JUL 21 '03 10-48 AM

SURFACE TRANSPORTATION BOARD



July 17, 2003

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 22, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **LONE STAR INDUSTRIES, INC.**
10401 North Meridian, Suite 400, Indianapolis, IN 46290

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LONE STAR INDUSTRIES, INC.** covering 180 coal hoppers with reporting marks and numbers – LCEX 600 – LCEX 779, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23991 dated 6/3/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey



LexisNexis™

Document Solutions
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of May, 2003, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LONE STAR INDUSTRIES, INC., a Delaware corporation, with an address at 10401 North Meridian, Suite 400, Indianapolis, IN 46290 (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 2, 2002, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23991.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LONE STAR INDUSTRIES, INC.

By: John White
Name: John White
Title: VP Logistics

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

180 3,250 C.F. covered hopper car with gravity gates and round hatches

1	LCEX	600	53	LCEX	652	105	LCEX	704
2	LCEX	601	54	LCEX	653	106	LCEX	705
3	LCEX	602	55	LCEX	654	107	LCEX	706
4	LCEX	603	56	LCEX	655	108	LCEX	707
5	LCEX	604	57	LCEX	656	109	LCEX	708
6	LCEX	605	58	LCEX	657	110	LCEX	709
7	LCEX	606	59	LCEX	658	111	LCEX	710
8	LCEX	607	60	LCEX	659	112	LCEX	711
9	LCEX	608	61	LCEX	660	113	LCEX	712
10	LCEX	609	62	LCEX	661	114	LCEX	713
11	LCEX	610	63	LCEX	662	115	LCEX	714
12	LCEX	611	64	LCEX	663	116	LCEX	715
13	LCEX	612	65	LCEX	664	117	LCEX	716
14	LCEX	613	66	LCEX	665	118	LCEX	717
15	LCEX	614	67	LCEX	666	119	LCEX	718
16	LCEX	615	68	LCEX	667	120	LCEX	719
17	LCEX	616	69	LCEX	668	121	LCEX	720
18	LCEX	617	70	LCEX	669	122	LCEX	721
19	LCEX	618	71	LCEX	670	123	LCEX	722
20	LCEX	619	72	LCEX	671	124	LCEX	723
21	LCEX	620	73	LCEX	672	125	LCEX	724
22	LCEX	621	74	LCEX	673	126	LCEX	725
23	LCEX	622	75	LCEX	674	127	LCEX	726
24	LCEX	623	76	LCEX	675	128	LCEX	727
25	LCEX	624	77	LCEX	676	129	LCEX	728
26	LCEX	625	78	LCEX	677	130	LCEX	729
27	LCEX	626	79	LCEX	678	131	LCEX	730
28	LCEX	627	80	LCEX	679	132	LCEX	731
29	LCEX	628	81	LCEX	680	133	LCEX	732
30	LCEX	629	82	LCEX	681	134	LCEX	733
31	LCEX	630	83	LCEX	682	135	LCEX	734
32	LCEX	631	84	LCEX	683	136	LCEX	735
33	LCEX	632	85	LCEX	684	137	LCEX	736
34	LCEX	633	86	LCEX	685	138	LCEX	737
35	LCEX	634	87	LCEX	686	139	LCEX	738
36	LCEX	635	88	LCEX	687	140	LCEX	739
37	LCEX	636	89	LCEX	688	141	LCEX	740
38	LCEX	637	90	LCEX	689	142	LCEX	741
39	LCEX	638	91	LCEX	690	143	LCEX	742
40	LCEX	639	92	LCEX	691	144	LCEX	743
41	LCEX	640	93	LCEX	692	145	LCEX	744
42	LCEX	641	94	LCEX	693	146	LCEX	745
43	LCEX	642	95	LCEX	694	147	LCEX	746
44	LCEX	643	96	LCEX	695	148	LCEX	747
45	LCEX	644	97	LCEX	696	149	LCEX	748
46	LCEX	645	98	LCEX	697	150	LCEX	749
47	LCEX	646	99	LCEX	698	151	LCEX	750
48	LCEX	647	100	LCEX	699	152	LCEX	751
49	LCEX	648	101	LCEX	700	153	LCEX	752
50	LCEX	649	102	LCEX	701	154	LCEX	753
51	LCEX	650	103	LCEX	702	155	LCEX	754
52	LCEX	651	104	LCEX	703	156	LCEX	755

Schedule A

Number of Cars

Equipment Description

180 3,250 C.F. covered hopper car with gravity gates and round hatches

157	LCEX	756
158	LCEX	757
159	LCEX	758
160	LCEX	759
161	LCEX	760
162	LCEX	761
163	LCEX	762
164	LCEX	763
165	LCEX	764
166	LCEX	765
167	LCEX	766
168	LCEX	767
169	LCEX	768
170	LCEX	769
171	LCEX	770
172	LCEX	771
173	LCEX	772
174	LCEX	773
175	LCEX	774
176	LCEX	775
177	LCEX	776
178	LCEX	777
179	LCEX	778
180	LCEX	779